

# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

August 15, 1997

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RECORDATION NO. 20822 FILED

AUG 18 '97

11-20AM

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SURFACE TRANSPORTATION  
BOARD  
AUG 18 11 20 AM '97

Dear Mr. Williams:

Enclosed are two (2) originals of the Master Lease Agreement dated as of July 25, 1997 ("Memorandum") between the following parties:

Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Lessee: Norfolk Southern Railway Company  
110 Franklin Road, S.E.  
Roanoke, VA 24042

The equipment involved in this transaction is as follows:

Equipment: One hundred (100), triple-covered hopper railcars as more fully described in Annex A to the Memorandum.

Please file this agreement as a primary document. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

*P. Hapin*

Patrick Hapin  
Document Administrator

/ph  
Enclosures (2)

AUG 18 '97

11-20AM

**MEMORANDUM OF**  
**MASTER LEASE AGREEMENT**

THIS MEMORANDUM OF MASTER LEASE AGREEMENT (the "Memorandum") is made as of July 25, 1997 and is intended to evidence that certain Master Lease Agreement dated as of July 15, 1996 (the "Master Lease") between **HELM FINANCIAL CORPORATION**, a California corporation ("Lessor"), and **NORFOLK SOUTHERN RAILWAY COMPANY**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in each Schedule to the Master Lease (the "Units") and each Annex A thereto copies of which are attached hereto and hereby made a part hereof. Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Master Lease and the applicable Schedule.

The Master Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Master Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Master Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

**LESSOR****HELM FINANCIAL CORPORATION**By: 

Print Name: Richard C. Kirchner

Its: President

**LESSEE****NORFOLK SOUTHERN RAILWAY COMPANY**By: Print Name: William T. RousisIts: MGR. PURCHASING - CAR

## ANNEX A

To Schedule No. 1 dated as of July 15, 1996 to the Master Lease dated as of July 15, 1996 between Helm Financial Corporation and Norfolk Southern Railway Company

### THE UNITS

#### Equipment Description.

One hundred (100), 5,161 cubic foot, 111-ton capacity, triple-covered hopper railcars with trough center sill and gravity discharge outlet gates; built by Trinity Industries, Inc. in 1996.

#### Unit Numbers.

NS 292830-292929

WHD  
Dy

STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

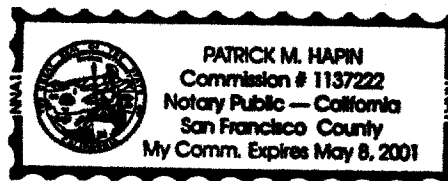
On August 1, 1997, before me, Patrick M. Hapin <sup>Notary Public</sup>, personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Patrick M. Hapin  
SIGNATURE OF THE NOTARY



[Notarial Seal]

COMMONWEALTH OF VIRGINIA )  
 ) S.S.  
COUNTY OF ROANOKE )

On July 28, 1997, before me, William T. Rousis, personally appeared William T Rousis Manager Purchasing of **NORFOLK SOUTHERN RAILWAY COMPANY**,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Lane S. Shoemaker  
SIGNATURE OF THE NOTARY  
My Commission Expires July 31, 2000

[Notarial Seal]

*WTR*  
*py*